

WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION

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JOHN ARNOT WILSON
OF COUNSEL

March 30, 1995

Mr. Brewster Kahle
President
WAIS, Inc.
1040 Noel Drive
Menlo Park, CA 94025

Dear Brewster:

Pursuant to our conversation yesterday, please find enclosed three Written Consents of the Board of Directors of WAIS, Inc. that amend the Bylaws to increase the size of the Board from three directors to four directors, and appoint Nick Scharf, John Duhring and Bruce Gilliatt as directors.

Please sign, and have Nick and John sign, and return the enclosed to me for inclusion in the minute book. I will forward copies to Fenwick & West as part of their due diligence.

Very truly yours,

WILSON, SONSINI, GOODRICH & ROSATI
Professional Corporation



Christopher J. Younger

CJY:lh
Enclosures

WRITTEN CONSENT
OF THE SOLE DIRECTOR OF
WIDE AREA INFORMATION SERVERS, INC.
a California corporation

March 30, 1995

The undersigned, being the sole director of Wide Area Information Servers, Inc., a California corporation (the "Company"), hereby appoints Nicholas M. Scharf as director of the Company pursuant to Section 305(a) of the General Corporation Law of California and Article 3, Sections 3.4 and 3.12 of the Bylaws of the Company.

Brewster Kahle, Director

UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS OF
WIDE AREA INFORMATION SERVERS, INC.
a California corporation

March 30, 1995

The undersigned, being all of the directors of Wide Area Information Servers, Inc., a California corporation (the "Company"), hereby appoint John Duhring as director of the Company pursuant to Section 305(a) of the General Corporation Law of California and Article 3, Sections 3.4 and 3.12 of the Bylaws of the Company.

Brewster Kahle, Director

Nichlas M. Scharf, Director

UNANIMOUS WRITTEN CONSENT

OF THE DIRECTORS OF

**WIDE AREA INFORMATION SERVERS, INC.
a California corporation**

March 30, 1995

The undersigned, being the directors of Wide Area Information Servers, Inc., a California corporation (the "Company"), hereby adopt the following resolution by their unanimous written consent pursuant to Section 307 of the General Corporation Law of California and Article 3, Section 3.12 of the Bylaws of the Company, and effective immediately upon the following amendment increasing the number of directors of the Company from three (3) to four (4), appoint Bruce Gilliat as director of the Company pursuant to Section 305(a) of the General Corporation Law of California and Article 3, Sections 3.4 and 3.12 of the Bylaws of the Company.

AMENDED AND RESTATED BYLAWS

RESOLVED: That the Bylaws of this corporation, adopted September 23, 1994, are hereby terminated and that the terms of the Amended and Restated Bylaws of this corporation in the form attached hereto as Exhibit A are hereby approved, ratified and adopted as the Bylaws of this corporation.

RESOLVED FURTHER: That the officers and directors are hereby authorized and directed to do any and all things necessary and appropriate to effect the intent of the foregoing resolution including, without limitation, soliciting the approval of the shareholders of this corporation.

This Unanimous Written Consent may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same instrument, and shall be filed with the minutes of the proceedings of the Board of Directors. This Written Consent shall be effective as of the date first written above.

Brewster Kahle, Director

Nichlas M. Scharf, Director

John Durhing, Director